

RECORDATION NO. 26555-E FILED

MAY 03 '11 -1 00 PM

SURFACE TRANSPORTATION BOARD

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May 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of September 2, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Memorandum of Mortgage previously filed with the Board under Recordation Number 26555-A.

The names and addresses of the parties to the enclosed document are.

Lessor:	BBRX Two LLC 545 Steamboat Road Greenwich, CT 06830
Lessee	Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, WV 25070

Chief
Section of Administration
May 3, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

49 railcars within the series BNBX 503001 - BNBX 503235 (previously bearing reporting mark CHTT) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. W. Alvord', written in a cursive style.

✓Robert W. Alvord

RWA/sem
Enclosures

MAY 03 '11 -1 00 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 2nd day of September, 2010, to that certain Master Full Service Railcar Lease dated as of September 2, 2010, between BBRX TWO LLC, a Delaware limited liability company (the "Lessor") and RAIL CONNECTION, INC., a West Virginia corporation (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of September 2, 2010 and that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the date set forth below.

BBRX TWO LLC, as Lessor

By: George H. H.
Name: George H. H.
Title: Vice President
Date: September 2, 2010

RAIL CONNECTION, INC., as Lessee

By: Warren K. Higginbotham
Name: Warren K. Higginbotham
Title: Vice President
Date: 8/20/10

STATE OF New York)

) SS:

COUNTY OF New York)

On 9/2, 2010 before me, Indra Bedasie Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

COUNTY OF Putnam) SS:

WITNESS my hand and official seal

Walter J. Ford

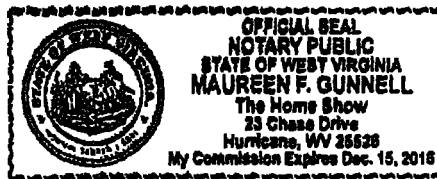


EXHIBIT A**MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u> (previously bearing Reporting Mark CHTT)			
Forty-nine (49)	4300 CF Aluminum body AutoFlood Open Top hoppers, 286,000 lbs. GRL; AAR Car Type Code K341, built by Johnstown America Corporation.	BNBX	503001	BNBX	503153
		BNBX	503007	BNBX	503157
		BNBX	503009	BNBX	503159
		BNBX	503012	BNBX	503161
		BNBX	503038	BNBX	503162
		BNBX	503046	BNBX	503164
		BNBX	503047	BNBX	503172
		BNBX	503048	BNBX	503174
		BNBX	503055	BNBX	503195
		BNBX	503060	BNBX	503196
		BNBX	503063	BNBX	503199
		BNBX	503067	BNBX	503203
		BNBX	503069	BNBX	503205
		BNBX	503074	BNBX	503208
		BNBX	503077	BNBX	503212
		BNBX	503128	BNBX	503215
		BNBX	503132	BNBX	503220
		BNBX	503133	BNBX	503222
		BNBX	503135	BNBX	503224
		BNBX	503136	BNBX	503225
		BNBX	503144	BNBX	503230
		BNBX	503145	BNBX	503233
		BNBX	503148	BNBX	503234
		BNBX	503149	BNBX	503235
		BNBX	503150		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/3/11



Robert W. Alvord